

No.: 04/2018/NQ-DHDCD-VCR JSC

*Ha Noi, 04 September 2018***RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS OF
VINCOM RETAIL JOINT STOCK COMPANY***(By collecting written opinions)*

These resolutions of General Meeting of Shareholders of Vincom Retail Joint Stock Company (hereinafter collectively referred to as “**The Resolutions**” and each Resolution is called the “**Resolution**”) is made by collecting written opinions of shareholders in compliance with the Enterprise Law and Charter of Vincom Retail Joint Stock Company.

VINCOM RETAIL JOINT STOCK COMPANY

Headquarters: No. 7, Bang Lang 1 Street, Vinhomes Riverside Ecological Area, Viet Hung Ward, Long Bien District, Hanoi

Business Registration Certificate No. 0105850244 first issued on 11 April 2012 by the Business Registration Office No. 1 – Department of Planning and Investment of Hanoi.

List of company’s shareholders made by Vietnam Securities Depository on 30 July 2018.

Based on the results of counting votes in the Minutes of vote count on 04 September 2018, the General Meeting of Shareholders of the Company (the “**GMS**”) adopts and issues the following Resolutions:

THE FIRST RESOLUTION**Approving change of the business lines of the company**

Approving change of the business lines of the company as specified in the enclosed Proposal of the Board of Directors (the “**BOD**”).

This resolution is passed with 71,68 % of the total votes in favor and shall be effective immediately.

THE SECOND RESOLUTION**Approving the amendment and supplement to the company charter**

Approving the amendment and supplement to Article 4 of the company charter’s current business lines to suit the change in the first resolution.

Chief Executive Officer – the legal’s representative of the company signs and issues the appendix of the Charter as amended.

This resolution is passed with 71,68 % of the total votes in favor and shall be effective immediately.

**THE THIRD RESOLUTION
ON IMPLEMENTATION**

Approving the assignment and delegation of duties to the Board of Directors based on the functions, duties and power, to perform the following tasks:

1. Reviewing, adjusting and modifying the list of registered business lines to suit the actual situation of the company and the specialized law relating to the additional business lines;
2. Issuing Board resolutions on detailed amendment and supplement of the additional business lines in accordance with the List of Additional Business Lines (if necessary) but no latter than 12 months from the date of approval by the General Meeting of Shareholders;
3. Making decision and implementating necessary procedures to update the content of the business registration of the company at the competent authority;
4. Making decision on other issues, procedures and other necessary work in accordane with the resolution approved by the GMS.

This resolution is passed with 71,68 % of the total votes in favor and shall be effective immediately.

IMPLEMENTATION

1. These Resolutions take effect from the signing date.
2. The BOD, the Board of Management and related departments of the Company are responsible for implementation of these Resolutions.

To:

- *Shareholders;*
- *Members of the BOD;*
- *Supervisory Board;*
- *Company archives.*

**ON BEHALF OF THE GMS
CHAIRPERSON OF THE BOD**

(signed)

THAI THI THANH HAI



No.: 11/2018/TTr-HĐQT- VCR

Hanoi, 17 August 2018

PROPOSAL OF THE BOARD OF DIRECTORS
Re: Changing of the company's registered business lines

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS

Pursuant to the demand for expansion of Vincom Retail Joint Stock Company (the “**Company**”), the Board of Directors (“**BOD**”) respectfully submit to the General Meeting of Shareholders (“**GMS**”) to consider and approve the supplement of business lines (the “List of Additional Business Lines”) attached with this proposal.

The BOD is hereby submitting to the General Meeting of Shareholders the amendment and supplement of articles and clauses in the current Company Charter that are relating to business lines in accordance with the addition of the above mentioned business lines.

Concurrently, the BOD is hereby submitting to the General Meeting of Shareholders to approve the delegation and full authorization for the Board of Directors, based on its functions, duties and powers, to perform the following tasks:

1. Reviewing, adjusting and modifying the list of registered business lines to suit the actual situation of the company and the specialized law relating to the additional business lines;
2. Issuing Board resolutions on detailed amendment and supplement of the additional business lines in accordance with the List of Additional Business Lines (if necessary) but no later than 12 months from the date of approval by the General Meeting of Shareholders;
3. Making decision and implementing necessary procedures to update the content of the business registration of the company at the competent authority;
4. Making decision on other issues, procedures and other necessary work in accordance with the resolution approved by the GMS.

Respectfully submit to the GMS for consideration and approval.

Thank you!

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRPERSON**

Attn.:

- As stated above;
- Company archives.

(signed)

THAI THI THANH HAI

**LIST OF BUSINESS LINES EXPECTED TO BE SUPPLEMENTED AND ADJUSTED
OF VINCOM RETAIL JOINT STOCK COMPANY**

(Attached to the Proposal of the BOD on 17 August 2018)

No.	Business lines	Code	Note
1	Architectural activities and related technical consultancy Details: Architectural services, technical consultancy services, comprehensive technical consultancy services (except for services related to topographical survey, engineering geology, hydrogeology, environmental survey, technical survey for urban-rural development planning, industry development planning)	7110	Supplement
2	Building completion and finishing	4330	Supplement
3	Construction of railways	4211	Supplement
4	Construction of roads	4212	Supplement
5	Construction of electricity works	4221	Supplement
6	Construction of water supply and drainage	4222	Supplement
7	Construction of telecommunications and communication works	4223	Supplement
8	Construction of utility projects	4229	Supplement
9	Demolition	4311	Supplement
10	Site preparation	4312	Supplement
11	Electrical installation	4321	Supplement
12	Installation of water supply and drainage, heating and air conditioning system	4322	Supplement
13	Other specialized construction activities	4390	Supplement
14	Retail sale of hardware, paint, glass and other construction installation equipment in specialized stores in specialized stores;	4752	Supplement

	(Detail: Excluding goods not in the WTO schedule of commitment)		
15	Retail carpets, rugs, bedspreads, blankets, curtains, wall and floor coverings in specialized stores (Detail: Excluding goods not in the WTO schedule of commitment)	4753	Supplement
16	Retail sale of electrical household appliances, furniture, lighting equipment and other household articles in specialized stores (Detail: Excluding goods not in the WTO schedule of commitment)	4759	Supplement
17	Retail sale via mail order or via Internet (Detail: Excluding goods not in the WTO schedule of commitment)	4791	Supplement
18	Other retail sale not elsewhere classified (Detail: Excluding goods not in the WTO schedule of commitment)	4799	Supplement
19	Non-specialized wholesale trade Detail: Exercising the right to wholesale distribution of goods according to the provisions of law (Excluding goods not in the WTO schedule of commitment) (Foreign-invested entities shall conduct purchase and sale activities and activities directly related to the purchase and sale of goods according to the provisions of Decree No.09/2018/ND-CP of January 15, 2018)	4690	Adjust the detail
20	Other retail sale of new goods in specialized stores Detail: Exercising the right to retail distribution (to set up retail establishments) of goods according to the provisions of law. (Excluding goods not in the WTO schedule of commitment) (Foreign-invested entities shall conduct purchase and sale activities and activities directly related to the purchase and sale of goods according to the provisions of Decree No.09/2018/ND-CP of January 15, 2018)	4773	Adjust the detail
21	Other activities auxiliary to financial service activities not elsewhere classified	6619	Supplement

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MINUTES OF COUNTING VOTES OF SHAREHOLDERS

VINCOM RETAIL JOINT STOCK COMPANY

VINCOM RETAIL JOINT STOCK COMPANY

Head office: No. 7, Bang Lang 1 Street, Vinhomes Riverside Ecological Urban Area, Viet Hung Ward, Long Bien District, Hanoi, Vietnam.

Business Registration Certificate No. 0105850244 issued the first time on 11/4/2012 by Business Registration Section No. 1 – Hanoi Department of Planning and Investment.

Today, this 04/09/2018, at the office of Vincom Retail Joint Stock Company (“**the Company**”), No. 7, Bang Lang 1 Street, Vinhomes Riverside Ecological Urban Area, Viet Hung Ward, Long Bien District, Hanoi, the Board of Directors (the “**BOD**”) shall organize and count the absentee voting of the shareholders.

The Company’s Vote Counting Committee consists of members as follow:

1. Ms. Thai Thi Thanh Hai – Chairperson of the BOD – Head of Vote Counting Committee
2. Ms. Tran Mai Hoa – General Director cum member of the BOD
3. Ms. Ngo Thi Nguyet - Representative of supervising shareholders
4. Ms. Nguyen Thi Thuy Trang– Vote Counting Secretary

The Vote Counting Committee together counted the votes of shareholders according to the written ballots which were sent to shareholders of the Company on 18/08/2018.

I. The matters to be approved:

General Meeting of Shareholders obtain shareholders’ votes and opinions in writing in order to approve the following matters:

1. Approving the changes in the Company’s registered business lines (Detail are specified in the enclosed Proposal of the Board of Directors)
2. Approving the amendment and supplement to the Company charter (Detail are specified in the enclosed Proposal of the Board of Directors)
3. Approving the implementation (Detail are specified in the enclosed Proposal of the Board of Directors)

General information:

Total shares of the company: 1.901.078.733 shares, in which:

- Number of ordinary shares: 1.901.078.733 shares
- Number of preference shares: 0 share

Total number of shareholders: 10.535 shareholders, according to list of Company’s shareholders made by Vietnam Securities Depository on 30/07/2018.

II. Vote counting result

- Number of written ballots sent to shareholders: 10.535 ballots, which is equivalent to 1.901.078.733 shares, accounting for 100% of total votes.
- Number of written ballots submitted by shareholders: 317 ballots, which is equivalent to 1.385.333.956 shares, accounting for 72,87% of total votes. In which:
 - + Number of valid written ballots: 317ballots, which is equivalent to 1.385.333.956 shares, accounting 72,87% of total votes
 - + Number of invalid written ballots: 0 ballot, which is equivalent to 0 share, accounting for 0% of total votes.,
- Number of written ballots not submitted by shareholders: 10.218 ballots, which is equivalent to 515.744.777 shares, accounting for 27,13% of total votes.

III. Vote results of each matter:

1. Approving the changes in the Company's registered business lines (Detail are specified in the enclosed Proposal of the Board of Directors)

No.	Types of opinion	Number of written ballots	Number of represented shares	Rate of shares / Total number of voting shares (%)
1	Approve	314	1.362.642.416	71,68
2	Disapprove	0	0	0,00
3	Abstain	3	22.691.540	1,2

2. Approving the amendment and supplement to the Company charter (Detail are specified in the enclosed Proposal of the Board of Directors)

No.	Types of opinion	Number of written ballots	Number of represented shares	Rate of shares / Total number of voting shares (%)
1	Approve	314	1.362.642.416	71,68
2	Disapprove	0	0	0
3	Abstain	3	22.691.540	1,2

3. Approving the implementation (Detail are specified in the enclosed Proposal of the Board of Directors)

No.	Types of opinion	Number of written ballots	Number of represented shares	Rate of shares / Total number of voting shares (%)
1	Approve	314	1.362.642.416	71,68
2	Disapprove	0	0	0,00
3	Abstain	3	22.691.540	1,2

IV. The ratified Resolutions:

- 1. Approving the changes in the Company's registered business lines (Detail are specified in the enclosed Proposal of the Board of Directors)**

This resolution is passed with 71,68% of the total votes in favor and shall be effective immediately.

- 2. Approving the amendment and supplement to the Company charter (Detail are specified in the enclosed Proposal of the Board of Directors)**

This resolution is passed with 71,68% of the total votes in favor and shall be effective immediately.

- 3. Approving the implementation (Detail are specified in the enclosed Proposal of the Board of Directors)**

This resolution is passed with 71,68% of the total votes in favor and shall be effective immediately.

The Minutes is completed at the same date. The content of this Minute has been passed by all members of Vote Counting Committee and all members are jointly responsible for the contents of the Minutes.

Signature of Vote Counting Committee:

**Chairperson of the BOD
Head of Vote Counting Committee**

(signed)

Thai Thi Thanh Hai

General Director

(signed)

Tran Mai Hoa

Secretary

(signed)

Nguyen Thi Thuy Trang

Representative of supervising shareholders

(signed)

Ngo Thi Nguyet